

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

701 Pennsylvania Avenue, N.W.
Washington, D.C. 20004

James L. Casserly

Direct dial 202 661-8749
jlcasserly@mintz.com

202 434 7300
202 434 7400 fax

July 17, 2002

Ex Parte Notice

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, SW
Washington, D.C. 20554

Re: Applications for Consent to the Transfer of Control of Licenses from Comcast Corporation and AT&T Corp., Transferors, to AT&T Comcast Corporation, Transferee, MB Docket No. 02-70

Dear Ms. Dortch:

On July 16, representatives of Comcast Corporation (“Comcast”) and AT&T Corp. (“AT&T”) met with W. Kenneth Ferree and Robert H. Ratcliffe, Chief and Deputy Chief, respectively, of the Media Bureau; Royce Sherlock, Chief of the Bureau’s Industry Analysis Division; Ava Holly Berland of the Media Bureau; James R. Bird, Senior Counsel to the General Counsel, and Neil A. Dellar, Attorney Advisor in the Office of General Counsel; and Lauren Kravetz, Attorney Advisor in the Wireless Telecommunications Bureau. Comcast was represented by Arthur R. Block, Senior Vice President and General Counsel, James R. Coltharp, Senior Director, Public Policy, and the undersigned. AT&T was represented by Betsy Brady, Federal Government Affairs Vice President, and Michael H. Hammer, Willkie Farr & Gallagher, outside counsel to AT&T.

The discussion generally covered the same ground as in the July 1 meeting reported on July 2. In addition, the AT&T and Comcast representatives discussed varying ways in which different trusts adopted in conjunction with other transactions have handled such issues as communications between the grantor and the trustee, review of modifications to the trust instrument, duration of the trust, appointment of the trustee, and trustee reporting requirements. Mr. Block underscored the unique nature of the TWE partnership arrangement, the unusually large value of that interest as compared to other interests previously subject to FCC trust, and the turmoil in the capital markets. The Comcast and AT&T representatives also emphasized that AT&T and Comcast are contemplating a trust proposal in addition to insulation of the TWE interest, not in lieu of insulation, that the interest involved is not a controlling interest, and that ownership of the interest that would be placed in trust would not violate any law or regulation. Each of these considerations warrants a more flexible approach to the trust than might be needed in other situations.

July 17, 2002

Page 2

Pursuant to section 1.1206(b)(2) of the Commission's rules, an original and one copy of this letter are being filed with the Office of the Secretary. Copies of this letter are also being sent to Messrs. Ferree, Ratcliffe, Bird, and Dellar, Ms. Sherlock, Ms. Berland, and Ms. Kravetz. Please let me know if you have any questions.

Sincerely,

James L. Casserly

cc: W. Kenneth Ferree
Robert H. Ratcliffe
Royce Sherlock
Ava Holly Berland
James R. Bird
Neil A. Dellar
Lauren Kravetz